



STATE OF MISSOURI

JAMES C. KIRKPATRICK

Secretary of State

EPA Region 5 Records Ctr.



225214

Corporation Department

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of

CONSOLIDATED VENDALL COMPANY

have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General and Business Corporation Law:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare

CONSOLIDATED VENDALL COMPANY

a body corporate, duly organized this day and that it is entitled to all rights and privileges granted corporations organized under The General and Business Corporation Law; that the address of its initial Registered Office in Missouri is

Suite 524, 7710 Carondelet, Clayton,

that its period of existence is perpetual; and that the amount of its Authorized Shares is THIRTY THOUSAND Dollars.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 30th day of December, 1965.

James Kirkpatrick
Secretary of State

T R Cloud
Deputy Secretary of State

RECEIVED OF: CONSOLIDATED VENDALL COMPANY

Fifty-three and no/100 Dollars, \$ 53.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No.....119039.....

Dean Michelson
Deputy Collector of Revenue

NO
.....
.....
ARTICLES OF INCORPORATION

OF

CONSOLIDATED VENDALL COMPANY

We, the undersigned, being natural persons of the age of twenty-one (21) years or more and subscribers to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a corporation under "The General and Business Corporation Act of Missouri," Chapter 351, R.S. Mo., 1949, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is: CONSOLIDATED VENDALL COMPANY.

ARTICLE TWO

The address of the initial registered office in the State of Missouri is Suite 524, 7710 Carondelet, Clayton, Missouri; and the name of the initial registered agent at such address is MERLE L. SILVERSTEIN.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to issue shall be thirty thousand (30,000) shares of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Thirty Thousand Dollars (\$30,000.00), all of one class, to-wit: common stock.

ARTICLE FOUR

The number of shares to be issued before the corporation shall commence business is eight hundred (800) shares of common stock having a total value of Eight Hundred Dollars (\$800.00). Eight Hundred Dollars (\$800.00) has been paid up in lawful money of the United States.

ARTICLE FIVE

The names and places of residence of the shareholders and the number of shares of stock subscribed for by each are:

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Sam Schneider	1410 Faris University City, Mo.	200
Herman Schneider	48 Riviera Creve Coeur, Mo.	200
Max Schneider	88 Burning Tree Dr. St. Louis, Mo.	200
Paul Alterson	1604 Page Industrial Ct. St. Louis, Mo.	200

ARTICLE SIX

The duration of the corporation is perpetual.

ARTICLE SEVEN

The number of directors to be elected at the first meeting of shareholders is four (4).

ARTICLE EIGHT

The corporation is formed for the following purposes:

(1) To engage generally in the vending machine business at wholesale or retail; to sell every sort of article, tobacco, cigarette, commodity, foodstuff, confection or liquid which may be dispensed by and through vending machines or otherwise; to engage in the restaurant and catering business either for the general public or under separate contract; to buy, sell, manufacture and lease vending machines and to install and repair them for itself and for others, or as a partner with others.

(2) To buy, sell, hold, rent, lease, mortgage and pledge real and personal property of any type and description, either for itself or as the agent for others or as a partner with others.

(3) To borrow or raise money for any of the purposes of the corporation and, from time to time, to draw, make, accept,

endorse, execute, issue and grant promissory notes, drafts, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the property held in the name of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

ARTICLE NINE

Subject to the reservation to the shareholders of power to make, alter, amend or repeal the By-Laws of the corporation, and subject to such restrictions upon the authority of the Board of Directors as may be contained in the By-Laws adopted by the shareholders, the Board of Directors shall have power to make, alter, amend or repeal the By-Laws of the corporation, but any By-Laws made by the Board of Directors may be altered, amended or repealed by the shareholders.

ARTICLE TEN

The corporation reserves the right to amend its Articles of Incorporation from time to time in any and as many respects as may be permitted by the laws of the State of Missouri, in effect at the time of the making of any such amendment and in the manner prescribed by said laws.

IN WITNESS WHEREOF, we have hereunto set our hands this

18th day of December 1961.

✓ Max Schindler
✓ Herman Schneider
✓ Sam Schneider
Paul Altman

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

The undersigned, SAM SCHNEIDER, HERMAN SCHNEIDER, MAX SCHNEIDER and PAUL ALTERSON, being all of the incorporators of CONSOLIDATED ~~THE~~/VENDALL COMPANY, being duly sworn upon their oaths, each did say that the statements and matters set forth in the foregoing Articles of Incorporation are true.

✓ Max Schneider
✓ Herman Schneider
✓ Sam Schneider
Paul Alterson

Subscribed and sworn to before me this 18th day of December, 1965

Elizabeth G. Barker
Notary Public

My term expires: April 21, 1968 Notary for the County of St. Louis
which adjoins the City of St. Louis

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 18th day of December, 1965, before me personally appeared SAM SCHNEIDER, HERMAN SCHNEIDER, MAX SCHNEIDER and PAUL ALTERSON, to me known to be the persons described in and who executed the foregoing instrument and acknowledged to me that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year last above written.

Elizabeth G. Barker
Notary Public
Notary for the County of St. Louis
which adjoins the City of St. Louis

My Term Expires: April 21, 1968

**FILED AND CERTIFICATE OF
INCORPORATION ISSUED**

DEC 30 1965

James Fairgrieve
Corporation Dept. SECRETARY OF STATE



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Amendment

WHEREAS, MACKE VENDALL COMPANY FORMERLY: CONSOLIDATED VENDALL COMPANY
a corporation organized under The General and Business Corporation Law has delivered to me
a certificate of Amendment of its Articles of Incorporation and has in all respects complied with
the requirements of law governing the amendment of Articles of Incorporation under The Gen-
eral and Business Corporation Law.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri,
do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the
Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the GREAT SEAL of the State of Missouri, at the City
of Jefferson, this 15th day of August, 1967.

James C. Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF: CONSOLIDATED VENDALL COMPANY

Three and no/100 Dollars, \$ 3.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 119039

Dean Michelson
Deputy Collector of Revenue

STATE OF MISSOURI

OFFICE OF SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following.

- (1) The name of the Corporation is

CONSOLIDATED VENDALL COMPANY

The name under which it was originally organized was

CONSOLIDATED VENDALL COMPANY

- (2) An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on August 9, 1967.

- (3) The amendment adopted is as follows:

"Article One

"The name of the corporation is

MACKE VENDALL COMPANY"

- (4) Of the 13,300 shares outstanding, 13,300 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows: None

- (5) The number of shares voted for and against the amendment was as follows:

<u>Class</u>	<u>No. Voted For</u>	<u>No. Voted Against</u>
Common	13,300	None

(6) If the amendment changed the number or par value of authorized shares having a par value the amount in dollars of authorized shares having a par value as changed is: No Change.

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are: No Change.

(7) If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected: No Change.

IN WITNESS WHEREOF, the undersigned, Max Schneider, President, has executed this instrument and its Assistant Secretary has affixed its corporate seal hereto and attested said seal on the 9th day of August, 1967.

Place
Corporate Seal
Here

CONSOLIDATED VENDALL COMPANY

ATTEST:

Samuel Miller
Assistant Secretary

By *Max Schneider*
President

DISTRICT OF)
COLUMBIA) SS

I, Barbara J. Collins, a notary public,
do hereby certify that on this 9th day of August, 1967, personally
appeared before me Max Schneider, who, being by me first duly
sworn, declared that he is the President of CONSOLIDATED VENDALL
COMPANY, that he signed the foregoing document as President of
the corporation, and that the statements therein contained are
true.

Barbara J. Collins
Notary Public

(NOTARIAL SEAL)

My commission expires May 31, 1971

13500 20
AUG 15 1967

TO BE FILED IN DUPLICATE.
NO FEE

Form No. 1

Please read instructions on back
of report before attempting to ex-
ecute.

Certificate of Change of Registered Agent and Registered Office by Foreign or Domestic Corporations

STATE OF _____ }
DISTRICT OF COLUMBIA } ss.
~~X COUNTY~~

To SECRETARY OF STATE,
Jefferson City, Missouri.

119039

The undersigned corporation, organized and existing under the laws of the State of Missouri
for the purpose of changing its registered agent or its registered office, or both, in Missouri as provided by the pro-
visions of "The General and Business Corporation Act of Missouri," represents that:

1. The name of the corporation is MACKE VENDALL COMPANY

2. The name of its FORMER registered agent is Merle L. Silverstein

3. The address, including street and number, if any, of its FORMER registered office is _____

Suite 524, 7710 Carondelet Avenue, Clayton, Missouri

4. The name of the NEW registered agent is C T CORPORATION SYSTEM

5. Its registered office is hereby CHANGED TO 314 North Broadway, St. Louis, Missouri

(including street and number if any change in the registered office is to be made.)

6. The address of its registered office and the address of the business office of its registered agent, as changed,
will be identical.

7. Such change was authorized by resolution duly adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its

Vice President
(PRESIDENT OR VICE-PRESIDENT)

, attested by its

Secretary
(SECRETARY OR ASSISTANT SECRETARY)

this 23rd day of August, A.D. 1967.

MACKE VENDALL COMPANY

By

S. Charles Bennett, Jr.

~~PRESIDENT OR VICE-PRESIDENT~~

(Corporate Seal)
Attest:

SECRETARY OR ASSISTANT SECRETARY

~~STATE OF~~ DISTRICT OF COLUMBIA

~~COUNTY OF~~

} ss.

I, Barbara J. Collins, a Notary Public, do hereby certify that
on the 23rd day of August, A.D. 1967, personally appeared before me
S. Charles Bennett, Jr. who declares he is ~~President or~~ Vice-President of the
corporation, executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing
document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Barbara J. Collins

NOTARY PUBLIC

My Commission Expires: May 31, 1971

CHANGE OF REGISTERED AGENT
AND OFFICE OF

NOTICE

This certificate must be filed in duplicate.
The corporation cannot act as its own registered agent.

The registered office may be, but need not be, the same as the place of business of the corporation, but the registered office and the registered address of the agent must be the same.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State on blanks furnished for that purpose.

FILED

AUG 28 1967

James H. [Signature]

SECRETARY OF STATE

No. 00119039



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Merger— Missouri Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations HUEFFMEIER BROTHERS, INC. (F00145284)

Into

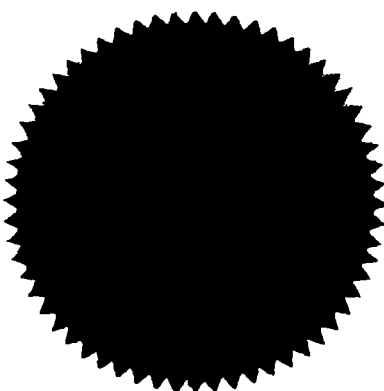
MACKE VENDALL COMPANY

Organized and Existing Under Laws of Delaware and Missouri

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with MACKE VENDALL COMPANY as the surviving corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 30th day of June, 1976


James C. Kirkpatrick
Secretary of State

RECEIVED OF: MACKE VENDALL COMPANY
Three and no/100 Dollars, \$ 3.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. 00119039

Dorothy Mae Miller
Deputy Collector of Revenue

ARTICLES OF MERGER
OF
MACKE VENDALL COMPANY AND
HUEFFMEIER BROTHERS, INC.

The undersigned corporations, pursuant to the provisions of "The General and Business Corporation Law of Missouri" as amended, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Macke Vendall Company	Missouri
Hueffmeier Brothers, Inc.	Delaware

ARTICLE TWO

The laws of Delaware, the State under which such foreign corporation is organized, permit such merger.

ARTICLE THREE

The name of the surviving corporation shall be Macke Vendall Company and it shall be governed by the laws of the State of Missouri.

ARTICLE FOUR

The plan of merger is as follows:

PLAN OF MERGER

1. That said corporations have agreed that Hueffmeier Brothers, Inc., a Delaware corporation (hereinafter referred to as the "discontinuing corporation") shall merge into Macke Vendall Company, a Missouri corporation, the surviving corporation.
2. That the terms of the merger and the manner of carrying the same into effect are in conformity with the provisions of the corporation laws of Delaware and Missouri and are as follows, to wit:

a. The constituent corporations shall become a single corporation and Macke Vendall Company shall be the surviving corporation.

b. The Articles of Incorporation, as amended, and the by-laws of Macke Vendall Company in effect immediately prior to the merger shall continue to be the Articles of Incorporation and the by-laws of the surviving corporation.

c. All shares of Macke Vendall Company now issued and outstanding shall remain issued and outstanding, and all shares of the discontinuing corporation now issued and outstanding shall be cancelled.

d. Macke Vendall Company shall possess all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of each of said constituent corporations and property of every description and every interest therein and all obligations of the discontinuing corporation shall thereafter be taken and deemed to be transferred to and vested in Macke Vendall Company in complete liquidation and redemption of all the issued and outstanding stock of the discontinuing corporation.

e. The effective date of the merger shall be as of the close of business on June 30, 1976.

ARTICLE FIVE

The Board of Directors of Macke Vendall Company met on June 1, 1976 and by resolution adopted by a majority vote of the members of such Board approved the plan of merger set forth in these articles, which plan thereafter was submitted to a vote at a meeting of shareholders of Macke Vendall Company held on June 1, 1976 at Cheverly, Maryland.

The Board of Directors of Hueffmeier Brothers, Inc. met on June 1, 1976 and by resolution adopted by a majority vote of the members of such Board approved the plan of merger set forth in these articles, which plan thereafter was submitted to a vote at a meeting of shareholders of Hueffmeier Brothers, Inc. held on June 1, 1976 at Cheverly, Maryland.

ARTICLE SIX

As to each corporation, the number of shares outstanding and the number of shares entitled to vote are:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Macke Vendall Company	13,300	13,300
Hueffmeier Brothers, Inc.	1,000	1,000

ARTICLE SEVEN

As to each corporation, the number of shares voted for and against the plan, respectively, are:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Macke Vendall Company	13,300	0
Hueffmeier Brothers, Inc.	1,000	0

ARTICLE EIGHT

All provisions of the law of the State of Missouri and the State of Delaware applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, said Macke Vendall Company, corporation existing under the laws of the State of Missouri, has caused these articles to be executed in its name by its vice-president and its corporate seal to be thereto affixed, attested by its secretary, this 3rd day of June, 1976.

Macke Vendall Company
By D. Charles Bennett
Vice-President

(CORPORATE SEAL)

Attest:

Stanley Wanger
Secretary

IN WITNESS WHEREOF, said Hueffmeier Brothers, Inc., a corporation existing under the laws of the State of Delaware, has caused these articles to be executed in its name by its vice-president and its corporate seal to be thereto affixed, attested by its secretary, this 3RD day of June, 1976.

Hueffmeier Brothers, Inc.
By *Howard W. Herman*
Vice-President

(CORPORATE SEAL)

Attest:

Stanley Wager
Secretary

FILED AND CERTIFICATE
ISSUED

JUN 30 1976

STATE OF MARYLAND)
COUNTY OF PRINCE GEORGE'S) ss.

James G. Patrick
NOTARY PUBLIC, MARYLAND

I, *Wena A. Chamberlin*, a Notary Public, do hereby certify that on this 3rd day of June, 1976, personally appeared before me S. Charles Bennett, Jr., who, being by me first duly sworn declared that he is the Vice President of Macke Vendall Company, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Wena A. Chamberlin
Notary Public

My Commission Expires: *July 1, 1978*.

STATE OF MARYLAND)
COUNTY OF PRINCE GEORGE'S) ss.

I, *Wena A. Chamberlin*, a Notary Public, do hereby certify that on this 3rd day of June, 1976, personally appeared before me Howard W. Herman, who, being by me first duly sworn declared that he is the Vice President of Hueffmeier Brothers, Inc., that he signed the foregoing documents as Vice President of the corporation, and that the statements therein contained are true.

Wena A. Chamberlin
Notary Public

My Commission Expires: *July 1, 1978*.